

EXHIBIT C

MARION DWYER, on behalf of herself
and all others similarly situated,,

Plaintiff,

v.

GREGORY RIEDEL, GALILEO
CORPORATION, and WILLIAM T.
HANLEY,

Defendants.

Civil Action No.
98-12349-RCL

**[REDACTED] ORDER APPOINTING
LEAD PLAINTIFFS AND CO-LEAD COUNSEL**

The Court, having considered the papers filed in support of the Motion of the Galileo Plaintiffs Group to Appoint Certain Representatives as Lead Plaintiffs and to Appoint Co-Lead Counsel pursuant to § 21D (a) (3) (B) of the Securities Exchange Act of 1934 (the "Exchange Act"), and for good cause as shown, hereby enters the following Order.

1. Plaintiffs Perkin Partners Ltd, Glen Katz, Michael Sclafani, Chin Luu and Ted Walker have moved the Court to be appointed as lead plaintiffs in this consolidated class action and to approve the counsel they have retained to be lead counsel.
2. The Court, having considered the provisions of § 21D (a) (3) (B) of the Exchange Act hereby determines that the Proposed Lead Plaintiffs are the "most adequate plaintiffs" and that they satisfy the requirements of § 21D and §27 of the PSLRA. The Court hereby appoints plaintiffs Perkin Partners Ltd, Glen Katz, Michael Sclafani, Chin Luu and Ted Walker to be lead plaintiffs to represent the interests of the class.

3. The lead plaintiffs, pursuant to §21D (a) (3) (B) (v) of the Exchange Act, have selected and retained the law firm of Berman, DeValerio & Pease LLP and Burt & Pucillo to be co-lead counsel ("Co-Lead Counsel").

4. Co-Lead Counsel shall have the following responsibilities and duties, to be carried out either personally or through counsel whom Lead Counsel shall designate:

- a. to coordinate the briefing and argument of any and all motions;
- b. to coordinate the conduct of any and all discovery proceedings;
- c. to coordinate the examination of any and all witnesses in depositions;
- d. to coordinate the selection of counsel to act as spokesperson at all pretrial conferences;
- e. to call meetings of the plaintiffs' counsel as they deem necessary and appropriate from time to time;
- f. to coordinate all settlement negotiation with counsel for defendants;
- g. to coordinate and direct the pretrial discovery proceedings and the preparation for trial and the trial of this matter and to delegate work responsibilities to selected counsel as may be required;
- h. to coordinate the preparation and filings of all pleadings; and
- i. to supervise and other matters concerning the prosecution or resolution of the consolidated actions.

5. No motion, request for discovery, or other pretrial proceedings shall be initiated or filed by any plaintiffs without the approval of Co-Lead Counsel, so as to prevent duplicative pleadings or discovery by plaintiffs. No settlement negotiations shall be conducted without the approval of the Co-Lead Counsel.

6. Co-Lead Counsel shall have the responsibility of receiving and disseminating Court orders and notices.

7. Co-Lead Counsel shall be the contact between plaintiffs' counsel and defendants' counsel, as well as the spokesperson for plaintiffs' counsel, and shall direct and coordinate the activities of plaintiffs' counsel. Co-Lead Counsel shall be the liaison between the Court and plaintiffs and their counsel.

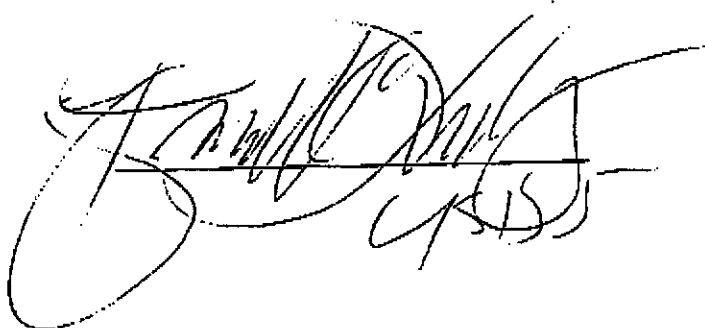
8. All counsel for plaintiffs shall submit to Co-Lead Counsel detailed time reports reflecting the hours of work expended by each attorney, their billing rate and the subject matter of the work. Time reports shall be submitted on a quarterly basis with the first report due no later than February 28, 1999. Subsequent reports shall be transmitted to Co-Lead Counsel commencing on April 15, 1999 and shall continue for each subsequent quarter thereafter. Failure to timely submit such reports to Co-Lead Counsel may result in the disqualification of such unreported time from being reimbursed from any common fund which may be created in these consolidated actions.

9. Defendants shall effect service of papers on plaintiffs by serving a copy of same on Co-Lead Counsel by overnight delivery service, telecopy or hand delivery. Plaintiffs shall effect service of papers on defendants by serving a copy of same on defendants' counsel by overnight delivery service, telecopy or hand delivery.

IT IS SO ORDERED.

DATED:

4/21/99



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